

Hearing Date: June 6, 2018 at 9:30 a.m. (Atlantic Time)
Objection Deadline: April 9, 2018 at 4:00 p.m. (Atlantic Time)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

PROMESA
Title III

Case No. 17-BK-3283 (LTS)

(Jointly Administered)

**SECOND INTERIM APPLICATION OF BETTINA M. WHYTE,
IN HER CAPACITY AS THE COFINA AGENT, FOR INTERIM
ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FROM OCTOBER 1, 2017 THROUGH JANUARY 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

EXHIBITS

Exhibit 1 – Certification of Bettina M. Whyte

Exhibit 2 – Summary of Professionals for the Application Period

Exhibit 3 – Summary of Expenses for the Application Period

Exhibit 4 – Summary of Time by Billing Category for the Application Period

Exhibit 4-A – Time and Expense Detail for the October Fee Statement

Exhibit 4-B – Time and Expense Detail for the November Fee Statement

Exhibit 4-C – Time and Expense Detail for the December Fee Statement

Exhibit 4-D – Time and Expense Detail for the January Fee Statement

SUMMARY SHEET TO THE SECOND INTERIM APPLICATION OF BETTINA M. WHYTE FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED IN HER CAPACITY AS THE COFINA AGENT FROM OCTOBER 1, 2017 THROUGH JANUARY 31, 2018

Name of Applicant	Bettina M. Whyte
Time period covered by this application	October 1, 2017 through January 31, 2018
Total compensation incurred this period	\$160,945.00
Total expenses sought this period	\$3,779.56 ²
Petition date	May 5, 2017 for COFINA (as defined below)
Retention date	August 3, 2017
Date of order approving employment	August 10, 2017 <u>nunc pro tunc</u> to August 3, 2017
Total compensation approved by interim order to date	\$208,056.50 ³
Total expenses approved by interim order to date	\$11,674.59
Total allowed compensation paid to date	\$208,056.50
Total allowed expenses paid to date	\$11,674.59
Compensation sought in this application already paid pursuant to the interim compensation order but not yet allowed (October, November and December 2017)	\$106,168.50
Expenses sought in this application already paid pursuant to the interim compensation order but not yet allowed (October, November and December 2017)	\$5,180.56

² This amount reflects voluntary reductions to expenses in the amount of \$1,561.00, reflecting the fee examiner's views that certain expenses should be capped at certain amounts.

³ Additionally, pursuant to an agreement with the fee examiner, \$41,130.00 in fees and \$5,102.57 in expenses are still pending review by the fee examiner and no order has been entered allowing or disallowing those amounts.

To the Honorable United States District Court Judge Laura Taylor Swain:

Bettina M. Whyte (“Ms. Whyte”), in her capacity as the COFINA Agent (together with her employees, the “COFINA Agent”) in the above-captioned Title III cases (the “Title III Cases”), hereby submits her second interim fee application (the “Application”) for an award of interim compensation for professional services rendered in the amount of \$160,945.00 and reimbursement for actual and necessary expenses in connection with such services in the amount of \$3,779.56, for the period of October 1, 2017 through January 31, 2018 (the “Application Period”). The COFINA Agent submits this Application pursuant to sections 316 and 317 of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),⁴ 48 U.S.C. §§ 2176, 2177; sections 105(a) and 503(b) of chapter 11 of the United States Code (the “Bankruptcy Code”),⁵ Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),⁶ Rule 2016-1 of the Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”)⁷ and the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [Dkt. No. 1715]. In support of the Application, in her capacity as the COFINA Agent, Ms. Whyte respectfully represents:

⁴ PROMESA is codified at 48 U.S.C. §§ 2101–2241.

⁵ Unless otherwise noted, all Bankruptcy Code sections cited in the Application are made applicable to these Title III Cases pursuant to section 301(a) of PROMESA.

⁶ All Bankruptcy Rules referenced in the Application are made applicable to these Title III Cases pursuant to section 310 of PROMESA.

⁷ The Local Rules are made applicable to these Title III Cases by the Court’s *Order (A) Imposing and Rendering Applicable Local Bankruptcy Rules to These Title III Cases, (B) Authorizing Establishment of Certain Notice, Case Management, and Administrative Procedures, and (C) Granting Related Relief* [Dkt. No. 249].

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA.
2. Venue is proper pursuant to section 306(a) of PROMESA.
3. The COFINA Agent makes this Application pursuant to sections 316 and 317 of PROMESA, sections 105(a) and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rule 2016-1, the Commonwealth-COFINA Stipulation (as defined below) and the Interim Compensation Order.

BACKGROUND

A. General Background

4. On May 3, 2017, the Commonwealth of Puerto Rico (the “Commonwealth”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Commonwealth’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

5. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“COFINA”), by and through the Oversight Board, as COFINA’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

6. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico (“ERS”), by and through the Oversight Board, as ERS’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

7. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Oversight Board, as HTA’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

8. On July 3, 2017, the Puerto Rico Electric Power Authority (“PREPA”), by and through the Oversight Board, as PREPA’s representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

9. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (collectively, the “Title III Cases”) are jointly administered for procedural purposes only pursuant to section 304(g) of PROMESA and Bankruptcy Rule 1015. [See Dkt. Nos. 242, 537 and 1417.]

B. The COFINA Agent’s Retention

10. On August 10, 2017, the Court entered the *Stipulation and Order Approving Procedure to Resolve Commonwealth-COFINA Dispute* [Dkt. No. 996] (the “Commonwealth-COFINA Stipulation”), which appointed Ms. Whyte as the COFINA Agent. The Commonwealth-COFINA Stipulation also authorized COFINA to compensate her in accordance with the COFINA Agent’s normal hourly rates and reimburse the COFINA Agent for the firm’s actual and necessary out-of-pocket expenses incurred, subject to application to this Court as set forth herein. As set forth more fully below, pursuant to the Interim Compensation Order (as defined below), the COFINA Agent has filed four monthly fee statements related to this Application and has been paid 90%⁸ of the fees and 100% of the expenses for her monthly fee statements for October, November, and December 2017 in accordance with the Interim Compensation Order, and payment for the January, 2018 fee statement is pending. Prior to the submission of this Application, the COFINA Agent submitted an Interim Application for the period of August 3, 2017-September 30, 2017 (the “First Interim Fee Application”), and the

⁸ The Debtors erroneously paid the entire amount of the fees requested in the monthly fee statement for August to the COFINA Agent without accounting for the 10% holdback. In order to comply with the holdback requirements in the Interim Compensation Order, the COFINA Agent allocated this 10% overpayment as a prepayment of her fees in her fee statement for November, and reduced her fee request for November accordingly.

Court entered an order allowing that compensation (after accounting for the reductions proposed by the fee examiner and agreed to by the COFINA Agent).

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

11. By this Application and pursuant to sections 316 and 317 of PROMESA, sections 105(a) and 503(b) of the Bankruptcy Code, Rule 2016(a) of the Bankruptcy Rules and Rule 2016-1 of the Local Rules, the COFINA Agent requests that this Court authorize interim allowance of compensation for professional services rendered and reimbursement of expenses incurred during the Application Period in the amount of \$164,724.56 (the “**Application Amount**”), which includes (a) compensation of \$160,945.00 in fees for services rendered to COFINA and (b) reimbursement of \$3,779.56⁹ in actual and necessary expenses in connection with these services. As of the date hereof, the COFINA Agent has been paid all amounts other than \$54,776.50, which represents 10% of the COFINA Agent’s fees that have been “held back” (generally referred to herein as the “**Holdback**”) for the month of October, November and December, and 100% of the fees and expenses incurred during January 2018.¹⁰

PRIOR INTERIM AWARDS AND REQUESTS

12. The Court has entered an order [Docket No. 2685] allowing the COFINA Agent’s First Interim Fee Application, after including the reductions proposed by the fee examiner and agreed to by the COFINA Agent.

FEES AND EXPENSES FOR THE APPLICATION PERIOD

13. The COFINA Agent’s services in these cases have been substantial, necessary, and beneficial to COFINA. Throughout the Application Period, the variety and complexity of the issues involved and the need to address those issues on an expedited basis

⁹ See footnote 2.

¹⁰ See footnote 8.

required the COFINA Agent, in the discharge of her professional responsibilities, to devote substantial time by professionals.

14. Specifically, the COFINA Agent's requested compensation reflects the requisite time, skill and effort the COFINA Agent and her employees expended during the Application Period towards, *inter alia*: (a) continuing to advance these cases to a resolution on a dual track of litigation and mediation; and (b) preparing for and attending various mediation sessions and hearings, including participating in calls with the mediators.

MONTHLY FEE STATEMENTS

15. The Interim Compensation Order provides, among other things, that professionals are required to serve monthly itemized billing statements (the "**Monthly Fee Statements**") on counsel to the Oversight Board, counsel to AAFAF, the U.S. Trustee, counsel to the Official Committee of Unsecured Creditors, counsel to the Official Committee of Retired Employees and the Fee Examiner (collectively, the "**Notice Parties**"). Upon passage of the objection period, if no objections are received, the Debtors are authorized to pay to the professionals 90% of the fees and 100% of the expenses requested. In addition to the Interim Compensation Order authorizing payment, the COFINA Agent received further confirmation of the Debtors' obligation to pay her fees pursuant to the *Order Approving COFINA Agent's Motion Pursuant to 48 U.S.C. § 2161 and 11 U.S.C. § 105(a) for Order: (I) Confirming that 48 U.S.C. § 2125 Applies to COFINA Agent; (II) Confirming Retention of Local Counsel; and (III) Clarifying Payment of Fees and Expenses of COFINA Agent and her Professionals* [Dkt. No. 1612] (the "**COFINA Protections Order**"). The COFINA Protections Order directs payment to the COFINA Agent and her professionals out of the collateral "purportedly pledged to COFINA bondholders because the services of the COFINA Agent (i) serve as adequate protection for the collateral and/or (ii) are "reasonable" and "necessary" to protect the collateral pursuant to section

506(c) of the Bankruptcy Code, the Agent/Professional Fees shall be paid pursuant to the Interim Compensation Order or any other order of the Court. . . .” COFINA Protections Order ¶ 5. The COFINA Protections Order further provides that if COFINA is unable to make payments to the COFINA Agent’s professionals for any reason, the Commonwealth must make such payments within fourteen days of receiving notice of COFINA’s nonpayment.

16. In compliance with the Interim Compensation Order, the COFINA Agent has submitted Four (4) Monthly Fee Statements relating to the Application Period. Payment on account of these Monthly Fee Statements was requested as follows:

- (a) Pursuant to the Monthly Fee Statement for the period October 1, 2017 through October 31, 2017 (the “**October Fee Statement**”), the COFINA Agent requested payment of \$38,943.30, representing the total of (i) \$ 37,296.00, which is 90% of the fees requested for services rendered (i.e., \$41,440.00) plus (ii) \$1,411.19,¹¹ representing 100% of the expenses incurred during the period.
- (b) Pursuant to the Monthly Fee Statement for the period November 1, 2017 through November 30, 2017 (the “**November Fee Statement**”), the COFINA Agent requested payment of \$33,471.65, representing the total of (i) \$46,462.50, which is 90% of the fees requested for services rendered (i.e., \$51,625.00), plus (ii) \$1,971.26,¹² representing 100% of the expenses incurred during the period, less (iii) the \$16,021 overpayment of the August 2017 payment request.¹³
- (c) Pursuant to the Monthly Fee Statement for the period December 1, 2017 through December 31, 2017 (the “**December Fee Statement**”), the COFINA Agent requested payment of \$22,967.11, representing the total of (i) \$22,410.00, which is 90% of the fees requested for services rendered (i.e., \$24,900.00), plus (ii) \$397.11,¹⁴ representing 100% of the expenses incurred during the period.
- (d) Pursuant to the Monthly Fee Statement for the period January 1, 2018 through January 31, 2018 (the “**January Fee Statement**”), the COFINA Agent requested payment of

¹¹ See footnote 2.

¹² See footnote 2.

¹³ See footnote 8.

¹⁴ See footnote 2.

\$38,842.00, representing the total of (i) \$38,682.00, which is 90% of the fees requested for services rendered (i.e., \$42,980.00), plus (ii) \$0.00,¹⁵ representing 100% of the expenses incurred during the period.

FEES AND EXPENSES INCURRED DURING APPLICATION PERIOD

17. Annexed hereto as Exhibit 1 is the Certification of Bettina M. Whyte pursuant to the Local Rules (the “Certification”).

18. Annexed hereto as Exhibit 2 is a summary sheet listing professional who has worked on these cases during the Application Period, his or her hourly billing rate during the Application Period, and the amount of the COFINA Agent’s fees attributable to each individual.

19. The COFINA Agent also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of professional services. A schedule setting forth the categories of expenses and amounts for which reimbursement is requested for the Application Period is annexed hereto as Exhibit 3.

20. The COFINA Agent maintains written records of the time expended by the professionals carrying out professional services to COFINA. Such time records are made contemporaneously with the rendition of services by the person rendering such services. Annexed hereto as Exhibit 4 is a list of all of the matters for which services were rendered by the COFINA Agent during the Application Period and the aggregate amount of hours and fees expended for each of those matters.

21. Except as set forth in the Certification, no agreement or understanding exists between the COFINA Agent and any other entity for the sharing of compensation to be received for services rendered in or in connection with these cases.

¹⁵ See footnote 2.

22. The fees charged by the COFINA Agent in these title III cases are billed in accordance with its existing billing rates and procedures.

23. The rates the COFINA Agent charged in these cases are consistent with the rates charged by the COFINA Agent to her non-bankruptcy clients. The COFINA Agent's standard hourly rates are similar to the customary compensation charged by comparably-skilled practitioners in comparable non-bankruptcy and bankruptcy cases in a competitive national legal market.

SUMMARY OF SERVICES RENDERED

24. The following summary highlights the major areas to which the COFINA Agent devoted substantial time and attention during the Application Period. The full breadth of the COFINA Agent's services are reflected in the time records, copies of which are annexed hereto as Exhibits 4(A)-(D).

A. Mediation (Fees: \$74,015.00/ Hours Billed: 69.85)

25. On June 23, 2017, this Court entered the *Order Appointing Mediation Team* [Dkt. No. 430] (the "**Mediation Order**") to establish a process to attempt to cooperatively resolve issues arising in the Title III Cases, including the Commonwealth-COFINA Dispute.

26. The parties bound by the Mediation Order include the COFINA Agent, the Commonwealth Agent and certain of their respective constituents, among others. The Mediation Order requires principals with settlement authority and their respective advisors to personally attend the mediation sessions.

27. The subject matter of the mediations is confidential but generally encompassed any and all issues arising in the Title III Cases, as determined by the appointed mediation team.

28. During the Application Period the COFINA Agent spent a significant amount of time reviewing and analyzing relevant issues to assist and comment regarding draft mediation statements setting forth the COFINA Agent's position on these issues. The COFINA Agent also spent significant time communicating and consulting with Willkie Farr & Gallagher LLP (WF&G), as counsel to the COFINA Agent, and other professionals, including the COFINA constituents that are participating in the mediation, and the mediators.

**B. Litigation
(Fees: \$64,350.00 / Hours Billed: 60.3)**

29. Pursuant to the Commonwealth-COFINA Stipulation, the Oversight Board appointed the COFINA Agent for the express purpose of litigating and/or settling the Commonwealth-COFINA Dispute on behalf of COFINA.

30. The Commonwealth Agent subsequently commenced an adversary proceeding against the COFINA Agent, attacking the ownership and constitutionality of COFINA's sales and use tax revenue.

31. During the Application Period, the COFINA Agent spent time on a range of issues arising in the COFINA Agent's discharge of her duty to litigate and/or settle the Commonwealth-COFINA Dispute. The COFINA Agent met with and held telephonic discussions with a number of the stakeholders about the dispute, reviewed legal arguments relating to the dispute (relying on the legal review and analysis provided by WF&G), reviewed and provided comments on Court documents and other documents provided to her by various stakeholders. The COFINA Agent conferred regularly with WF&G and local Puerto Rico counsel to the COFINA Agent.

**C. Fee Application/Agent
(Fees: \$7,430.00 / Hours Billed: 8.5)**

32. The COFINA Agent spent time preparing and reviewing her first interim fee application and monthly fee statements.

**D. Fee Application/ Counsel
(Fees: \$7,800.00 / Hours Billed: 8.7)**

33. During the Application Period the COFINA Agent spent time reviewing and analyzing monthly fee statements from counsel as required by the Interim Compensation Order.

**E. Non-Working Travel
(Fees: \$7,350.00 / Hours Billed: 7.5)**

34. In accordance with the UST Guidelines, the COFINA Agent has billed all non-working travel time to this matter. All time in this matter was billed at fifty percent (50%) of the COFINA Agent's standard hourly rates.

EVALUATING THE COFINA AGENT'S SERVICES

35. Section 317 of PROMESA authorizes interim compensation of professionals and incorporates the substantive standards of section 316 of PROMESA to govern the Court's award of interim compensation. Section 316 of PROMESA provides that a court may award a professional employed by the debtor "reasonable compensation for actual, necessary services rendered," and "reimbursement for actual, necessary expenses." 48 U.S.C. § 2176(a)(1) and (2). Section 316(c) sets forth the criteria for such an award:

In determining the amount of reasonable compensation to be awarded to a professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors including—

- (1) the time spent on such services;
- (2) the rates charged for such services;

- (3) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered to the completion of, a case under this chapter;
- (4) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (5) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the restructuring field; and
- (6) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title or title 11 of the United States Code.48 U.S.C. § 2176(c).

36. The COFINA Agent respectfully submits that the services for which she seeks compensation in this Application were necessary for and beneficial to the estate. The COFINA Agent further submits that the services rendered were performed efficiently and effectively. Finally, the COFINA Agent submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services and those parties impacted by her actions and that the compensation requested is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under title 11.

THE COFINA AGENT'S REQUEST FOR INTERIM COMPENSATION

37. The COFINA Agent submits that her request for interim allowance of compensation is reasonable. The services rendered by the COFINA Agent, as highlighted above, required substantial time and effort, resulting in substantial progress and success in these cases. The services rendered by the COFINA Agent during the Application Period were performed diligently and efficiently.

38. The professional services performed by the COFINA Agent during the Application Period required an aggregate expenditure of 154.85 hours by the COFINA Agent and her employee.

39. The COFINA Agent's hourly billing rates for professionals working on these cases ranged from \$800.00 - \$1,100.00. The COFINA Agent's hourly rates and fees charged are consistent with the market rate for comparable services. As set forth in the Certification, the hourly rates and fees charged by the COFINA Agent are the same as those generally charged to, and paid by, the COFINA Agent's other clients. Indeed, unlike fees paid by most of the COFINA Agent's clients, due to the "holdback" of fees from prior Monthly Fee Statements and the delays inherent in the fee application process, the present value of the fees paid to the COFINA Agent by the Debtors generally is less than fees paid monthly by other clients.

DISBURSEMENTS

40. The COFINA Agent incurred actual and necessary out-of-pocket expenses during the Application Period, in the amounts set forth in Exhibit 3. By this Application, the COFINA Agent respectfully requests allowance of such reimbursement in full.

41. The disbursements for which the COFINA Agent seeks reimbursement include the following:

- a. Administrative Expenses – Charged for duplicating and reproduction costs, cost of supplies, invoicing software user fees;
- b. Teleconferencing – the COFINA Agent does not charge for long distance telephone calls but does bill for the use of teleconferencing services;
- c. Postage/ Messenger/Delivery Services – the COFINA Agent's practice is to charge postal, overnight delivery and courier services at actual cost;

- d. Lodging/Travel Expenses/Airfare – The COFINA Agent’s practice is to charge lodging, airfare and travel services at actual cost to the client;
- e. Local Car Service – The COFINA Agent’s practice is to charge ground transportation services at actual cost to the client; and
- f. Local Meals – The COFINA Agent’s practice is to charge for local meals while traveling out of town to attending meetings, mediations and hearings at actual cost to the client.

PROCEDURE

42. In accordance with the Interim Compensation Order, the COFINA Agent has provided: (a) notice and copies of the Application to the Notice Parties and (b) notice of this Application to all parties that have requested notice pursuant to Bankruptcy Rule 2002.¹⁶ The COFINA Agent submits that no other or further notice is required.

¹⁶ Copies of the Application, including exhibits, are available on the Debtors’ claims and noticing agents’ website: <https://cases.primeclerk.com/puertorico>.

CONCLUSION

WHEREFORE, the COFINA Agent respectfully requests that this Court enter an order:

- (a) allowing interim approval of compensation to the COFINA Agent for services rendered from October 1, 2017 through January 31, 2018, inclusive, in the amount of \$ 160,945.00;
- (b) allowing interim approval of reimbursement to the COFINA Agent of actual, necessary expenses incurred in connection with the rendition of such services from October 1, 2017 through January 31, 2018, inclusive, in the amount of \$ 3,779.56;
- (c) approving and directing the payment of all fees and expenses incurred by the COFINA Agent that remain unpaid, including all Holdbacks; and
- (d) such other relief as may be just or proper.

Dated: March 19, 2018

Bettina M. Whyte, as COFINA Agent

By: /s/ Bettina M. Whyte
Bettina M. Whyte

545 West Sagebrush Drive
Jackson, WY 83001
Telephone: (917) 826-8781

/s/ Nilda M. Navarro-Cabrera

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Local Counsel to the COFINA Agent

EXHIBIT 1

Certification of Bettina M. Whyte

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

PROMESA
Title III

Case No. 17-BK-3283 (LTS)

(Jointly Administered)

**CERTIFICATION OF BETTINA M. WHYTE PURSUANT TO
LOCAL BANKRUPTCY RULE 2016-1(a)(4) REGARDING CERTIFICATION OF
APPLICATIONS FOR COMPENSATION IN PUERTO RICO BANKRUPTCY CASES**

I, Bettina M. Whyte, certify as follows:

1. I am the COFINA Agent in the above-captioned cases.
2. I submit this certification in conjunction with the COFINA Agent's

Second interim application (the "Application")² for allowance of fees and reimbursement of expenses for the period October 1, 2017 through January 31, 2018 (the "Application Period") in accordance with Rule 2016-1(a)(4) of the Local Bankruptcy Rules for the District of Puerto Rico, the Bankruptcy Rules, the Bankruptcy Code and the Interim Compensation Order (collectively, the "Guidelines").

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

² Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Application.

3. I am the professional designated by the COFINA Agent with the responsibility for COFINA Agent's compliance in these cases with the Guidelines. This certification is made in connection with the Application for interim allowance of compensation for professional services and reimbursement of expenses for the Application Period in accordance with the Guidelines.

4. Pursuant to Local Rule 2016-1(a)(4) of the Local Rules: (a) I have read the COFINA Agent's Application; (b) to the best of my knowledge, information, and belief, formed after reasonable inquiry (except as stated herein or in the Application), the fees and disbursements sought in the Application fall within the Guidelines; (c) except to the extent the fees and disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at or below the rates and in accordance with practices customarily employed by the COFINA Agent and generally accepted by her clients; and (d) the compensation and reimbursement of expenses sought in this Application are billed at rates no less favorable to the COFINA Agent than those customarily employed by the COFINA Agent.

5. The Monthly Fee Statements were provided to the Notice Parties as required by the Interim Compensation Order.

6. A copy of the daily time records for each of the Monthly Fee Statements, broken down by matter and listing the name of the professional, the date on which the services were performed, and the amount of time spent in performing the services has previously been provided to the Notice Parties. The time records set forth in reasonable detail the services rendered by the COFINA Agent in these cases.

7. Included in Exhibit 4 of the Application is a list of the different matter headings under which time was recorded during the Application Period. The list includes all

discrete matters within these cases during the Application Period that reasonably could have been expected to constitute a substantial portion of the fees sought during any given application period.

8. Except as permitted pursuant to Bankruptcy Rule 2016, and as set forth above, no agreement or understanding exists between the COFINA Agent and any person for a division of compensation or reimbursement received or to be received herein or in connection with these cases.

9. The COFINA Agent has sought to keep her fees and expenses at a reasonable level and to utilize professional services and incur expenses as necessary to competently represent COFINA.

Dated: March 19, 2018

/s/ Bettina M. Whyte
Bettina M. Whyte

EXHIBIT 2

Summary of Professionals for the Application Period

COMPENSATION BY INDIVIDUAL

Name	Position	Hours	Hourly Rate	Fees Earned
Bettina M. Whyte	COFINA Agent	123.55	\$1,100.00	\$135,905.00
Frederick G. Kraegel	Senior Business Executive	31.3	\$800.00	\$25,040.00
TOTAL:		154.85	\$1,039.36	\$160,945.00

EXHIBIT 3

Summary of Expenses for the Application Period

Disbursements for Period October 1, 2017 through January 31, 2018

Disbursement	Amount
Postage/ Messenger/ Overnight Delivery	\$103.80
Local Transportation	\$653.36
Overhead Expenses	\$600.00
Local Meals	\$34.17
Supplies and Invoicing Software Fee	\$40.00
Meeting Space Rental Fee	\$0.00
Lodging	\$1,786.64
Airfare	\$2,213.59
Less: Voluntary Reduction	-\$1,561.00
Total:	\$3,779.56

EXHIBIT 4

Summary of Time by Billing Category for the Application Period

SERVICES RENDERED BY CATEGORY
OCTOBER 1, 2017 THROUGH JANUARY 31, 2018

Service Category	Hours Billed	Fees Billed
COFINA Bond Litigation	60.3	\$64,350.00
Mediation	69.85	\$74,015.00
Fee Applications/Agent	8.5	\$7,430.00
Fee Applications/Counsel	8.7	\$7,800.00
Non-Working Travel (Billed at Half Time)	7.5	\$7,350.00
TOTAL	154.85	\$160,945.00

EXHIBIT 4-A

Time and Expense Detail for the October Fee Statement

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 103117
November 2, 2017

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
28.8	Professional Services: Bettina Whyte	\$1,100.00	\$31,680.00
12.2	Professional Services: Fred Kraegel	\$800.00	\$9,760.00
TOTAL DUE			\$41,440.00

Bettina Whyte Consultants LLC
 545 West Sagebrush Drive
 Jackson, Wy 83001

Invoice 103117
 November 2, 2017

Invoice submitted to:

COFINA

Invoice Total

\$41,440.00

Professional Services

			<u>Hours</u>	<u>Fees</u>
10/3/2017	Bettina Whyte	Mediation Call with K. Klee	0.2	\$220.00
	Bettina Whyte	Mediation Review informational documents from K. Klee	0.6	\$660.00
10/4/2017	Bettina Whyte	Mediation Call with KTBS re strategy	1.6	\$1,760.00
	Bettina Whyte	Mediation Call with Centerview re financial analysis	0.3	\$330.00
10/5/2017	Bettina Whyte	Litigation Call re D. Forman re 105 motion and other issues	0.4	\$440.00
	Fred Kraegel	Mediation Weekly conference update call B. Whyte, WF&G, KTB&S	0.3	\$240.00
10/10/2017	Bettina Whyte	Mediation Attend weekly update call with F. Kraegel, WF&G, KTB&S	0.3	\$330.00
	Fred Kraegel	Fee Application Draft and review September 2017 Fee Statement	0.8	\$640.00
10/11/2017	Fred Kraegel	Mediation Review September 2017 KTB&S invoice	0.3	\$240.00
	Fred Kraegel	Mediation Review documents	0.4	\$320.00
10/11/2017	Bettina Whyte	Mediation Call with Judge Houser and all parties in interest	1.5	\$1,650.00
	Bettina Whyte	Mediation Call with M. Feldman and K. Klee re next steps	0.4	\$440.00
10/11/2017	Bettina Whyte	Mediation Review documents	0.4	\$440.00
	Bettina Whyte	Mediation Review and respond to emails	0.3	\$330.00
10/11/2017	Bettina Whyte	Mediation Call with K. Klee re next steps	0.1	\$110.00
	Fred Kraegel	Mediation Attend weekly update call with B. Whyte, WF&G, KTB&S and review additional information	0.8	\$640.00
10/11/2017	Fred Kraegel	Mediation Review and respond to emails	0.6	\$480.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Mediation Review informational emails	0.4	\$440.00
	Bettina Whyte	Litigation Read Senior Coalition Motion in Support	0.4	\$440.00
	Bettina Whyte	Mediation Attend weekly update call with F. Kraegel, WF&G, KTB&S and additional review of information	0.8	\$880.00
	Bettina Whyte	Fee Application Work on timesheets	0.4	\$440.00
10/13/2017	Bettina Whyte	Research Attend Reorg Research Webinar	0.9	\$990.00
	Bettina Whyte	Litigation Review and discuss new schedule for motions with K. Klee	0.3	\$330.00
	Bettina Whyte	Litigation Review revised draft of Answer	0.3	\$330.00
	Bettina Whyte	Litigation Call with WFG & KTBS re various legal issues	0.5	\$550.00
	Bettina Whyte	Mediation Call with K. Klee re memo to Mediators on key issues	0.2	\$220.00
10/15/2017	Bettina Whyte	Litigation Read two drafts of Stip & Order re 105 issue. Exchange emails re same with WF&G and K. Klee	1.1	\$1,210.00
10/16/2017	Bettina Whyte	Mediation Call with M. Feldman re schedule for hearings, discuss 105 motion, discuss matters related to Commonwealth settlement issues	0.4	\$440.00
	Bettina Whyte	Mediation Call with M. Feldman & Commonwealth Agent	0.3	\$330.00
	Bettina Whyte	Litigation Review Draft 3 of Motion and read and respond to emails re: same	0.3	\$330.00
	Bettina Whyte	Litigation Call with WF&G & KTB&S re Stip & Order	0.8	\$880.00
10/18/2017	Fred Kraegel	Mediation Weekly update call B. Whyte, WF&G, KTB&S	0.4	\$320.00
	Bettina Whyte	Mediation Attend weekly update call with F. Kraegel, WF&G, KTB&S	0.4	\$440.00
	Bettina Whyte	Mediation Call with Centerview re retention matters	0.2	\$220.00
10/19/2017	Bettina Whyte	Mediation Read and review documents	0.3	\$330.00
	Bettina Whyte	Mediation Send and review documents	0.3	\$330.00
	Bettina Whyte	Mediation Call with M. Feldman	0.2	\$220.00
10/20/2017	Bettina Whyte	Litigation Review and comment on pleadings re schedule	0.5	\$550.00
	Bettina Whyte	Mediation Read and review emails	0.6	\$660.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Review and respond to issues re Scheduling Order, discuss with attorneys	1.1	\$1,210.00
10/21/2017	Bettina Whyte	Mediation Call with M. Feldman re upcoming phone call with Judge Houser	0.2	\$220.00
	Bettina Whyte	Mediation Call with Judge Houser, M. Feldman & Commonwealth Agent re Mediations	0.8	\$880.00
10/23/2017	Bettina Whyte	Mediation Call with WF&G & S. Kirpalani re COFINA Coalition's strategy	1.5	\$1,650.00
	Bettina Whyte	Mediation Call with M. Rodrigue re SUT collection analysis	0.3	\$330.00
	Bettina Whyte	Litigation Call with K. Klee re AFFAF Motion	0.3	\$330.00
	Bettina Whyte	Mediation Read & respond to emails	0.6	\$660.00
	Bettina Whyte	Mediation Review information provided by Miller Buckfire	0.6	\$660.00
10/24/2017	Fred Kraegel	Non-Working Travel 2 hours of non working travel, 1/2 time, to New York City to attend hearing	1.0	\$800.00
	Bettina Whyte	Mediation Discuss Miller Buckfire analysis with Centerview	0.7	\$770.00
	Bettina Whyte	Mediation Read & review emails and respond	0.6	\$660.00
10/25/2017	Fred Kraegel	Mediation Weekly update call B. Whyte, WF&G, KTB&S	0.3	\$240.00
	Fred Kraegel	Mediation Discussion with C. Koenig re Case matters	1.2	\$960.00
	Fred Kraegel	Litigation Attend Hearing re Case matters	3.6	\$2,880.00
	Fred Kraegel	Non-Working Travel 4 hours of non working travel, 1/2 time, from New York City after attending hearing	2.0	\$1,600.00
	Bettina Whyte	Litigation Call with K. Klee re Hearing	0.1	\$110.00
	Bettina Whyte	Mediation Attend weekly update call with F. Kraegel, WF&G, KTB&S	0.3	\$330.00
	Bettina Whyte	Litigation Review materials on 105 Hearing	0.3	\$330.00
10/27/2017	Bettina Whyte	Mediation Read public information re all Hearings	0.8	\$880.00
	Bettina Whyte	Litigation Read draft Scheduling Motion and return comments	0.4	\$440.00
	Bettina Whyte	Mediation Call with M. Feldman re Mediations, etc.	0.2	\$220.00
10/29/2017	Bettina Whyte	Mediation Call with Centerview re Miller Buckfire analysis	0.5	\$550.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Read & comment on several drafts of Amended Counterclaims & Answer	1.2	\$1,320.00
10/30/2017	Bettina Whyte	Mediation Call with J. Weiss & C. Koenig re response to new Fee Application Schedule	0.2	\$220.00
	Bettina Whyte	Litigation Review and provide comments to proposed 105 Motion and Motion on Revised Scheduling Order	0.5	\$550.00
	Bettina Whyte	Fee Application Work on timesheets	0.5	\$550.00
	Bettina Whyte	Mediation Call with M. Feldman re strategy	0.2	\$220.00
10/31/2017	Fred Kraegel	Fee Application Complete Time and Expense reporting for October 2017	0.5	\$400.00
	Bettina Whyte	Mediation Call with Miller Buckfire re analysis	0.3	\$330.00
	Bettina Whyte	Mediation Read and respond to emails	0.6	\$660.00
	Bettina Whyte	Mediation Call with Attorneys re Sr Cofina Bondholders' position	0.3	\$330.00
			<hr/> 41.0	<hr/> \$41,440.00

Total amount of this invoice: **\$41,440.00**

Fee Summary by Professional

Name	Hours	Rate	Fees
Bettina Whyte	28.8	\$1,100.00	\$31,680.00
Fred Kraegel	12.2	\$800.00	\$9,760.00

Fee Summary by Matter

Matter	Hours	Rate	Fees
Mediation	18.5	\$1,100.00	\$20,350.00
Mediation	4.3	\$800.00	\$3,440.00
Litigation	8.5	\$1,100.00	\$9,350.00
Litigation	3.6	\$800.00	\$2,880.00
Fee Application	1.3	\$800.00	\$1,040.00
Fee Application	0.9	\$1,100.00	\$990.00
Research	0.9	\$1,100.00	\$990.00
Non-Working Travel	3.0	\$800.00	\$2,400.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 1031172
November 2, 2017

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
	Costs:		\$1,647.30
TOTAL DUE			\$1,647.30

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, WY 83001

Invoice 1031172
November 2, 2017

Invoice submitted to:

COFINA

Invoice Total
~~\$1,647.30~~

Costs

		<u>Cost</u>	
10/9/2017	Bettina Whyte	Administrative Expenses Monthly invoicing software fee for 1 additional user	\$10.00
10/24/2017	Fred Kraegel	Travel Flights to/from New York City attend Hearing.	\$803.19
	Fred Kraegel	Lodging Attend October 25 Hearing	\$576.11
	Fred Kraegel	Ground Transportation Taxi Airport to Hotel	\$53.00
10/25/2017	Fred Kraegel	Ground Transportation Taxi Courthouse to Airport	\$55.00
10/31/2017	Bettina Whyte	Misc. Supplies Monthly overhead expenses	\$150.00
		<hr/> \$1,647.30	<hr/>
		Total amount of this invoice:	\$1,647.30

Cost Summary by Professional

Name	Type	Cost
Bettina Whyte	Administrative Expenses	\$10.00
	Misc. Supplies	\$150.00
	Total	\$160.00
Fred Kraegel	Travel	\$803.19
	Lodging	\$576.11
	Ground Transportation	\$108.00
	Total	\$1,487.30

Cost Summary by Type

Expense Type	Costs
Administrative Expenses	\$10.00
Travel	\$803.19
Lodging	\$576.11
Ground Transportation	\$108.00
Misc. Supplies	\$150.00

EXHIBIT 4-B

Time and Expense Detail for the November Fee Statement

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 113017
December 6, 2017

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
39.95	Professional Services: Bettina Whyte	\$1,100.00	\$43,945.00
9.6	Professional Services: Fred Kraegel	\$800.00	\$7,680.00
TOTAL DUE			\$51,625.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 113017
December 6, 2017

Invoice submitted to:

COFINA

Invoice Total

\$51,625.00

Professional Services

			<u>Hours</u>	<u>Fees</u>
11/1/2017	Bettina Whyte	Mediation Call with Miller Buckfire and Centerview re Senior Cofina Coalition position	0.5	\$550.00
	Bettina Whyte	Mediation Call with M. Feldman re Senior COFINA Coalition's strategy	0.2	\$220.00
	Bettina Whyte	Mediation Call with M. Sonkin of National	0.5	\$550.00
	Bettina Whyte	Mediation Call with M. Feldman re COFINA bondholders' positions	0.2	\$220.00
	Bettina Whyte	Mediation Call with K. Klee re COFINA bondholders' positions and next steps	0.3	\$330.00
	Bettina Whyte	Mediation Call with Miller Buckfire re position of Senior COFINA bondholders	0.2	\$220.00
	Bettina Whyte	Mediation Attend weekly attorney update call	0.5	\$550.00
	Fred Kraegel	Mediation Attend weekly attorney update call	0.5	\$400.00
11/2/2017	Fred Kraegel	Case Administration Read articles and daily emails regarding matters related to case	0.6	\$480.00
	Bettina Whyte	Mediation Read articles and emails re same with attorneys	0.7	\$770.00
11/3/2017	Bettina Whyte	Mediation Read and review informational article	1.0	\$1,100.00
	Bettina Whyte	Mediation Read and respond to emails	0.3	\$330.00
11/4/2017	Bettina Whyte	Litigation Read Commonwealth's Answer to Cofina's Counterclaims	0.6	\$660.00
	Bettina Whyte	Litigation Read Quinn Emanuel's Intervention, Counterclaims and Cross Claims	0.8	\$880.00
	Bettina Whyte	Litigation Read and respond to emails with attorneys re same	0.4	\$440.00
11/6/2017	Fred Kraegel	Fee Application Review October 2017 Monthly Fees and Expense reporting	0.7	\$560.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Review motions filed in COFINA and related matters	0.9	\$990.00
	Bettina Whyte	Litigation Read and responds to emails with attorneys re upcoming Informational Meetings	0.3	\$330.00
11/7/2017	Bettina Whyte	Litigation Read public info re litigation matters and summaries	0.8	\$880.00
	Bettina Whyte	Mediation Emails with attorneys re next steps based on revised Mediation and Trial schedule	0.4	\$440.00
11/8/2017	Fred Kraegel	Mediation Attend weekly attorney call	0.8	\$640.00
	Bettina Whyte	Mediation Call with Scoggins, Tilden Park and Golden Tree	0.8	\$880.00
	Bettina Whyte	Mediation Read Motions, Pleadings and Summaries of Hearings	1.2	\$1,320.00
	Bettina Whyte	Mediation Attend weekly attorney call	0.8	\$880.00
11/9/2017	Fred Kraegel	Mediation Review articles and emails relevant to the case	0.8	\$640.00
	Bettina Whyte	Mediation Review information from attorneys	0.6	\$660.00
11/10/2017	Fred Kraegel	Fee Application Finalize October 2017 Fee and Expenses information	0.4	\$320.00
	Bettina Whyte	Mediation Numerous emails with attorneys regarding a call with COFINA Senior Coalition Steering Committee	0.6	\$660.00
	Bettina Whyte	Mediation Read & respond to emails	0.4	\$440.00
11/13/2017	Bettina Whyte	Mediation Call with WF&G, KTBS, Scoggins, Golden Tree Tilden Park S. Kirpalani	0.8	\$880.00
	Bettina Whyte	Mediation Review and respond to emails	0.6	\$660.00
	Bettina Whyte	Mediation Call with WF&G and KTBS	0.2	\$220.00
11/14/2017	Bettina Whyte	Litigation Read Motions filed by numerous parties re Scope of Agents	1.5	\$1,650.00
	Bettina Whyte	Mediation Review Seniors Coalition group's proposal	0.5	\$550.00
	Bettina Whyte	Mediation Discuss Seniors Coalition group's proposal with Centerview	0.2	\$220.00
	Bettina Whyte	Mediation Call with Seniors Coalition Group Steering Committee and WF&G, KTBS and S. Kirpalani	0.6	\$660.00
	Bettina Whyte	Mediation Call with WF&G, KTBS and Centerview	0.2	\$220.00
	Bettina Whyte	Litigation Read and respond to emails	0.4	\$440.00

			<u>Hours</u>	<u>Fees</u>
11/16/2017	Fred Kraegel	Mediation Review articles and emails relevant to case matters	1.2	\$960.00
	Bettina Whyte	Litigation Read and respond to emails	0.7	\$770.00
11/17/2017	Bettina Whyte	Litigation Attend weekly Attorney call	0.5	\$550.00
	Bettina Whyte	Litigation Review Draft COFINA Motions	0.7	\$770.00
11/20/2017	Bettina Whyte	Litigation Read and respond to emails	0.5	\$550.00
	Bettina Whyte	Litigation Call with WF&G, KTBS and N. Navarro	0.5	\$550.00
11/21/2017	Bettina Whyte	Litigation Read and respond to emails	0.6	\$660.00
11/25/2017	Bettina Whyte	Fee Application Timesheets	0.5	\$550.00
11/26/2017	Bettina Whyte	Case Administration Read and respond to emails	0.3	\$330.00
11/27/2017	Bettina Whyte	Mediation Call with K. Klee	0.1	\$110.00
	Fred Kraegel	Case Administration Draft November 2017 - June 2018 Fees and Expenses information	2.4	\$1,920.00
	Bettina Whyte	Mediation Read pertinent articles, read and respond to emails	0.5	\$550.00
11/28/2017	Bettina Whyte	Mediation Prepare for meeting with UCC Agent	1.3	\$1,430.00
	Bettina Whyte	Mediation Call with attorneys to discuss numerous issues	0.6	\$660.00
	Bettina Whyte	Mediation Review info related to COFINA/Commonwealth dispute	0.7	\$770.00
11/29/2017	Bettina Whyte	Mediation Work on plane to prep for meeting with Commonwealth Agent	1.2	\$1,320.00
	Bettina Whyte	Mediation Read and respond to legal memos	1.0	\$1,100.00
	Bettina Whyte	Non-Working Travel Non working travel - 4.0 hours at 1/2 time	2.0	\$2,200.00
11/29/2017	Bettina Whyte	Mediation Meeting with K. Klee re strategy	1.0	\$1,100.00
	Bettina Whyte	Mediation Meeting at WF&G with K. Klee to discuss several legal issues and strategies	2.0	\$2,200.00
	Bettina Whyte	Mediation Attend Creditor Working Group Call	0.8	\$880.00
	Bettina Whyte	Mediation Meeting with Commonwealth Agent and COFINA Agent attorneys	1.25	\$1,375.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Review and comment on Draft #1 of Omnibus Opposition Motion of COFINA Agent on Scope Motion	1.0	\$1,100.00
	Bettina Whyte	Non-Working Travel Non working travel - 5 hours at 1/2 time	2.5	\$2,750.00
	Fred Kraegel	Case Administration Finalize information re November 2017 - June 2018 fees and expenses	2.2	\$1,760.00
11/30/2017	Bettina Whyte	Litigation Review revised drafts of Omnibus Motion of COFINA Agent on Scope	0.7	\$770.00
	Bettina Whyte	Mediation Calls with Attorneys re various issues	0.5	\$550.00
			49.55	\$51,625.00
		Total amount of this invoice:		\$51,625.00

Fee Summary by Professional

Name	Hours	Rate	Fees
Bettina Whyte	39.95	\$1,100.00	\$43,945.00
Fred Kraegel	9.6	\$800.00	\$7,680.00

Fee Summary by Matter

Matter	Hours	Rate	Fees
Mediation	23.25	\$1,100.00	\$25,575.00
Mediation	3.3	\$800.00	\$2,640.00
Case Administration	5.2	\$800.00	\$4,160.00
Case Administration	0.3	\$1,100.00	\$330.00
Litigation	11.4	\$1,100.00	\$12,540.00
Fee Application	1.1	\$800.00	\$880.00
Fee Application	0.5	\$1,100.00	\$550.00
Non-Working Travel	4.5	\$1,100.00	\$4,950.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 1130172

December 6, 2017

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
	Costs:		\$2,976.15
TOTAL DUE			\$2,976.15

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 1130172
December 6, 2017

Invoice submitted to:

COFINA

Invoice Total

\$2,976.15

Costs

			<u>Cost</u>
11/1/2017	Bettina Whyte	Postage and Shipping FedEx package with COFINA documents from JH to SC. (shipped 10/23)	\$56.69
11/9/2017	Bettina Whyte	Administrative Expenses Monthly invoicing software fee for 1 additional user	\$10.00
11/28/2017	Bettina Whyte	Ground Transportation Car to the Airport for flight to New York City to attend meetings at Willkie Farr & Gallagher office on 11/29	\$60.00
	Bettina Whyte	Travel Flight to New York City to attend meeting at WF&G on 11/29	\$485.20
	Bettina Whyte	Ground Transportation Car from Airport to hotel	\$178.49
	Bettina Whyte	Meals and Entertainment Coffee and meal while waiting for flight to New York City	\$4.72
11/29/2017	Bettina Whyte	Ground Transportation Car from the Airport after attending meeting at Willkie Far & Gallagher office in New York City	\$60.00
	Bettina Whyte	Meals and Entertainment Breakfast with K. Klee to discuss case before meeting at WF&G	\$29.45
	Bettina Whyte	Lodging Hotel Stay due to meeting at WF&G in New York City	\$1,210.53
	Bettina Whyte	Ground Transportation Car from WF&G after meeting to the airport	\$155.87
	Bettina Whyte	Travel Flight from New York City after attending meeting at WF&G	\$575.20
11/30/2017	Bettina Whyte	Miscellaneous Expense Monthly overhead expenses	\$150.00
			<u>\$2,976.15</u>
		Total amount of this invoice:	<u>\$2,976.15</u>

Cost Summary by Professional

Name	Type	Cost
Bettina Whyte	Postage and Shipping	\$56.69
	Administrative Expenses	\$10.00
	Ground Transportation	\$454.36
	Travel	\$1,060.40
	Meals and Entertainment	\$34.17
	Lodging	\$1,210.53
	Miscellaneous Expense	\$150.00
	Total	\$2,976.15

Cost Summary by Type

Expense Type	Costs
Postage and Shipping	\$56.69
Administrative Expenses	\$10.00
Ground Transportation	\$454.36
Travel	\$1,060.40
Meals and Entertainment	\$34.17
Lodging	\$1,210.53
Miscellaneous Expense	\$150.00

EXHIBIT 4-C

Time and Expense Detail for the December Fee Statement

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 123117
January 2, 2018

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
18.2	Professional Services: Bettina Whyte	\$1,100.00	\$20,020.00
6.1	Professional Services: Fred Kraegel	\$800.00	\$4,880.00
TOTAL DUE			\$24,900.00

Bettina Whyte Consultants LLC
 545 West Sagebrush Drive
 Jackson, Wy 83001

Invoice 123117
 January 2, 2018

Invoice submitted to:

COFINA

Invoice Total
\$24,900.00

Professional Services

			<u>Hours</u>	<u>Fees</u>
12/1/2017	Bettina Whyte	Mediation Review materials relating to Commonwealth-COFINA dispute. Review and respond to emails	0.8	\$880.00
	Bettina Whyte	Mediation Call with Seniors Coalition Steering Committee	0.6	\$660.00
	Bettina Whyte	Mediation Call with attorneys re call with COFINA Seniors Coalition and upcoming meeting with National	0.6	\$660.00
	Bettina Whyte	Mediation Call with M. Sonkin re potential meeting with National	0.2	\$220.00
	Bettina Whyte	Case Administration Prepare time sheets and work on travel plans and misc logistics	0.7	\$770.00
12/6/2017	Fred Kraegel	Fee Application Draft and review First Interim Application	2.3	\$1,840.00
	Fred Kraegel	Mediation Review materials relating to Commonwealth-COFINA dispute	0.6	\$480.00
	Bettina Whyte	Mediation Call with WF&G , KTBS & Kramer Levin	0.2	\$220.00
	Bettina Whyte	Mediation Call with WF&G and KTBS re call with Kramer Levin	0.2	\$220.00
	Bettina Whyte	Litigation Read and respond to emails re strategy	0.5	\$550.00
	Bettina Whyte	Mediation Read COFINA related articles	0.5	\$550.00
12/8/2017	Bettina Whyte	Mediation Review materials relating to Commonwealth-COFINA dispute	0.3	\$330.00
	Bettina Whyte	Mediation Call with WF&G, KTBS, Weil and principals from National to discuss strategies and scope issues	1.0	\$1,100.00
	Bettina Whyte	Mediation Follow up call with WF&G and KTBS re call with National	0.2	\$220.00
12/11/2017	Fred Kraegel	Case Administration Further review First Interim Application	1.2	\$960.00
	Bettina Whyte	Litigation Read documents related to litigation. Read motions from various parties related to scope and other COFINA matters	1.3	\$1,430.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Read and respond to emails re litigation matters	0.2	\$220.00
	Bettina Whyte	Case Administration Prepare and enter time entries	0.2	\$220.00
12/12/2017	Bettina Whyte	Mediation Call with WF&G, KTBS, L. Despins, Z. Cooper re case status and next steps	0.4	\$440.00
	Bettina Whyte	Mediation Call with W&FG & KTBS re case status and next steps	0.3	\$330.00
	Bettina Whyte	Mediation Call with COFINA Juniors, WF&G, KTBS and Kramer Levin re Junior's opinions re case status and next steps, litigation, etc.	1.0	\$1,100.00
	Bettina Whyte	Mediation Debrief call with WF&G & KTBS following call with COFINA Juniors	0.2	\$220.00
12/14/2017	Bettina Whyte	Mediation Read and respond to various emails	0.8	\$880.00
	Bettina Whyte	Mediation Read information related to COFINA	1.3	\$1,430.00
12/19/2017	Bettina Whyte	Mediation Read & respond to emails	0.5	\$550.00
	Bettina Whyte	Mediation Read information related to COFINA	0.5	\$550.00
	Fred Kraegel	Mediation Read information related to COFINA	0.4	\$320.00
12/20/2017	Bettina Whyte	Mediation Read information related to COFINA	0.4	\$440.00
	Bettina Whyte	Mediation Attend weekly update call with WF&G & KTBS	0.4	\$440.00
	Fred Kraegel	Mediation Attend weekly update call with WF&G & KTBS	0.4	\$320.00
	Fred Kraegel	Mediation Read information related to COFINA	0.4	\$320.00
	Fred Kraegel	Fee Application Draft and review November 2017 Monthly Fee Statement.	0.8	\$640.00
12/21/2017	Bettina Whyte	Mediation Call with WF&G, KTBS, Quinn Emanuel and Miller Buckfire re next steps	0.6	\$660.00
	Bettina Whyte	Mediation Read & respond to emails review COFINA information	1.2	\$1,320.00
	Bettina Whyte	Litigation Call with WF&G & KTBS re litigation, experts and next steps	0.7	\$770.00
	Bettina Whyte	Litigation Review Judge Swain's order & WF&G's summaries re Scope Motion (ours and other parties)	1.6	\$1,760.00
12/27/2017	Bettina Whyte	Litigation Attend weekly update call with WF&G, KTBS to discuss options available in light of Scope Motion	0.6	\$660.00

			<u>Hours</u>	<u>Fees</u>
12/29/2017	Bettina Whyte	Litigation	0.2	\$220.00
		Call with M. Feldman re Commonwealth Agent's related to Scope Motion		
			24.3	\$24,900.00
		Total amount of this invoice:		\$24,900.00

Fee Summary by Professional

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Bettina Whyte	18.2	\$1,100.00	\$20,020.00
Fred Kraegel	6.1	\$800.00	\$4,880.00

Fee Summary by Matter

<u>Matter</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Mediation	12.2	\$1,100.00	\$13,420.00
Mediation	1.8	\$800.00	\$1,440.00
Case Administration	0.9	\$1,100.00	\$990.00
Case Administration	1.2	\$800.00	\$960.00
Fee Application	3.1	\$800.00	\$2,480.00
Litigation	5.1	\$1,100.00	\$5,610.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 1231172

January 4, 2018

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
	Costs:		\$557.11
TOTAL DUE			\$557.11

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 1231172
January 4, 2018

Invoice submitted to:

COFINA

Invoice Total
\$557.11

Costs

		<u>Cost</u>	
12/1/2017	Bettina Whyte	Postage and Shipping Fedex package with Reorg Research documents from NY to SC (shipped on 11/20)	\$47.11
12/9/2017	Bettina Whyte	Administrative Expenses Monthly invoicing software fee for 1 additional user	\$10.00
12/19/2017	Bettina Whyte	Travel Flight Cancellation Fee - to New York to attend Omnibus Hearing (Hearing Cancelled)	\$200.00
12/20/2017	Bettina Whyte	Travel Flight cancellation fee from New York - Omnibus Hearing canceled	\$150.00
12/31/2017	Bettina Whyte	Miscellaneous Expense Monthly overhead expenses	\$150.00
		\$557.11	
		Total amount of this invoice:	
		\$557.11	

Cost Summary by Professional

Name	Type	Cost
Bettina Whyte	Postage and Shipping	\$47.11
	Administrative Expenses	\$10.00
	Travel	\$350.00
	Miscellaneous Expense	\$150.00
	Total	\$557.11

Cost Summary by Type

Expense Type	Costs
Postage and Shipping	\$47.11
Administrative Expenses	\$10.00
Travel	\$350.00
Miscellaneous Expense	\$150.00

EXHIBIT 4-D

Time and Expense Detail for the January Fee Statement

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 13118
February 12, 2018

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
36.6	Professional Services: Bettina Whyte	\$1,100.00	\$40,260.00
3.4	Professional Services: Fred Kraegel	\$800.00	\$2,720.00
TOTAL DUE			\$42,980.00

Bettina Whyte Consultants LLC
 545 West Sagebrush Drive
 Jackson, Wy 83001

Invoice 13118
 February 12, 2018

Invoice submitted to:

COFINA

Invoice Total

\$42,980.00

Professional Services

			<u>Hours</u>	<u>Fees</u>
1/3/2018	Bettina Whyte	Fee Application Prepare and enter time entries	0.5	\$550.00
	Fred Kraegel	Litigation Attend weekly attorney call to discuss litigation strategy re scope and next steps	0.4	\$320.00
	Bettina Whyte	Litigation Attend weekly attorney call to discuss litigation strategy re scope and next steps	0.4	\$440.00
	Bettina Whyte	Fee Application Review Fee Examiner's Letter and correspond with attorneys re same	0.3	\$330.00
1/4/2018	Bettina Whyte	Litigation Review Commonwealth's Agent's Motion re Clarification of Scope	0.8	\$880.00
	Bettina Whyte	Litigation Call with M. Feldman to discuss Commonwealth's Agent's Motion and next steps	0.2	\$220.00
	Bettina Whyte	Litigation Call with K. Klee re Commonwealth Agent's Motion and next steps	0.1	\$110.00
	Bettina Whyte	Litigation Read and respond to emails	0.2	\$220.00
1/5/2018	Fred Kraegel	Litigation Call with WF&G, KTBS, N. Navarro and B. Whyte re litigation strategy related to scope	0.5	\$400.00
	Fred Kraegel	Fee Application Call with B. Whyte re Fee Statement	0.1	\$80.00
	Bettina Whyte	Litigation Call with WF&G, KTBS, N. Navarro and F. Kraegel re litigation strategy related to Scope	0.5	\$550.00
	Bettina Whyte	Litigation Call with K. Klee re constitutionality issues related to Scope	0.2	\$220.00
	Bettina Whyte	Fee Application Call with F. Kraegel re fee Statement	0.1	\$110.00
	Bettina Whyte	Litigation Call with K. Klee re litigation issues	0.2	\$220.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Call with M. Sonkin of National re National's position re Scope Order and next steps	0.4	\$440.00
	Bettina Whyte	Litigation Call with M. Feldman re conversations with various COFINA stakeholders	0.1	\$110.00
	Bettina Whyte	Litigation Emails with A. Yanez re expert witnesses and emails to potential witness	0.5	\$550.00
1/6/2018	Bettina Whyte	Mediation Call with Judge Houser and M. Feldman re mediations	0.3	\$330.00
	Bettina Whyte	Mediation Follow-up calls and emails with M. Feldman re mediation	0.3	\$330.00
	Bettina Whyte	Litigation Call with K. Klee re litigation issues	0.2	\$220.00
1/7/2018	Bettina Whyte	Litigation Call with WF&G & KTBS re litigation and mediation process going forward	0.3	\$330.00
	Bettina Whyte	Litigation Review draft Objection to Commonwealth Agent's Motion for Clarification	0.6	\$660.00
	Bettina Whyte	Litigation Emails and calls with WF&G re COFINA Objection	0.4	\$440.00
	Bettina Whyte	Litigation Review revised draft COFINA Objection	0.4	\$440.00
1/8/2018	Bettina Whyte	Litigation Review and approve COFINA response to Commonwealth Agent's Motion for Clarification	0.3	\$330.00
	Bettina Whyte	Litigation Review all responses filed by various parties to Commonwealth Agent's Motion for Clarification	1.0	\$1,100.00
	Bettina Whyte	Litigation Emails and calls to potential expert witnesses	0.4	\$440.00
1/9/2018	Bettina Whyte	Litigation Emails with various parties re potential experts	0.2	\$220.00
1/12/2018	Bettina Whyte	Litigation Review Motions in Support of Commonwealth Agent's Motion	0.3	\$330.00
	Bettina Whyte	Litigation Review Commonwealth Agent's Motion Seeking to File Leave to File Revised 2nd Amended Complaint	0.7	\$770.00
	Bettina Whyte	Litigation Read & respond to several emails with WF&G & KTBS re Commonwealth Agent's Motion for Leave and next steps	1.1	\$1,210.00
	Bettina Whyte	Litigation Reach out to potential expert	0.2	\$220.00
	Bettina Whyte	Litigation Review various Drafts of COFINA's Objection to Commonwealth Motion for Leave and approve Final	1.4	\$1,540.00
1/13/2018	Bettina Whyte	Mediation Review Judge Houser's Mediation Memo	0.3	\$330.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Mediation Numerous emails with WF&G & KTBS re Mediation Memo	0.5	\$550.00
1/14/2018	Bettina Whyte	Litigation Review Judge Swain's Order approving Commonwealth Agents Motion for Leave	0.3	\$330.00
	Bettina Whyte	Litigation Numerous emails with WF&G & KTBS re Judge Swain's Order and next steps	0.3	\$330.00
	Bettina Whyte	Litigation Re-Review all court documents related to Scope (motions, answers, orders, etc)	1.4	\$1,540.00
	Bettina Whyte	Litigation Call with WF&G, KTBS, N. Navarro and F. Kraegel re litigations next steps and Mediation process	0.4	\$440.00
	Fred Kraegel	Litigation Call with WF&G, KTBS, N. Navarro and B. Whyte re litigation next steps and Mediation process	0.4	\$320.00
1/16/2018	Bettina Whyte	Litigation Call with K. Klee and J. Weiss re litigation arguments	0.5	\$550.00
	Bettina Whyte	Litigation Review M. Feldman's emails to COFINIA constituents and make changes	0.5	\$550.00
	Bettina Whyte	Litigation Call with J. Weiss re accounting expert	0.1	\$110.00
	Bettina Whyte	Litigation Call with attorneys re expert witness	0.2	\$220.00
1/17/2018	Bettina Whyte	Litigation Work on expert witness designations and contracts and discuss revisions with S. Hussein	0.4	\$440.00
	Bettina Whyte	Litigation Call with WF&G, KTBS and attorneys for COFINA stakeholders re litigation positions and future mediation	1.0	\$1,100.00
	Bettina Whyte	Litigation Attend weekly attorney call with WF&G, KTBS, N. Navarro and F. Kraegel re litigation next steps and procedural issues, document production, depositions, expert witnesses	0.7	\$770.00
	Fred Kraegel	Litigation Attend weekly attorney call with WF&G, KTBS, N. Navarro and B. Whyte re litigation next steps and procedural issues, document production, depositions, expert witnesses	0.7	\$560.00
1/21/2018	Bettina Whyte	Litigation Review issues related to extensions of summary judgement and discovery; respond to WF&G	0.6	\$660.00
1/22/2018	Bettina Whyte	Litigation Call with J. Dugan re issues related to extension of summary judgement deadlines and discovery	0.3	\$330.00
1/23/2018	Bettina Whyte	Litigation Call with M. Feldman re status of court filings and discovery	0.2	\$220.00
1/24/2018	Bettina Whyte	Litigation Review all Motions filed & Replies to Commonwealth Agents Motion for Extension	0.8	\$880.00

			<u>Hours</u>	<u>Fees</u>
	Bettina Whyte	Litigation Review and approve AlixPartners revised engagement letter	0.2	\$220.00
	Bettina Whyte	Litigation Call with A. Yanez re Support for Sr COFINA bondholders' Urgent Motion for Hearing	0.2	\$220.00
	Bettina Whyte	Litigation Read and respond to emails	0.4	\$440.00
	Bettina Whyte	Litigation Attend weekly Attorney Call to discuss next steps related to litigation and Mediation	0.5	\$550.00
	Fred Kraegel	Litigation Attend weekly Attorney Call to discuss next steps related to litigation and Mediation	0.5	\$400.00
1/26/2018	Bettina Whyte	Litigation Review various legal documents from attorneys	0.6	\$660.00
1/28/2018	Bettina Whyte	Mediation Call and emails with attorneys related to discussion with Judge Houser and other parties related to scope within mediation	1.2	\$1,320.00
	Bettina Whyte	Mediation Review drafts of motion related to scope and mediation	0.7	\$770.00
	Bettina Whyte	Mediation Read and review info related to COFINA issues	0.6	\$660.00
1/29/2018	Bettina Whyte	Litigation Review Urgent Motion by COFINA Agent and Oversight Board re Expanded Authority and approve	0.6	\$660.00
	Bettina Whyte	Litigation Read and respond to emails related to Expanded Authority	0.5	\$550.00
	Bettina Whyte	Litigation Call with K. Klee and M. Feldman re next steps	0.3	\$330.00
	Bettina Whyte	Litigation Read info related to COFINA issues	0.3	\$330.00
	Bettina Whyte	Mediation Review Miller Buckfire analysis re SUT	0.3	\$330.00
1/30/2018	Bettina Whyte	Mediation Review emails re Urgent Motions related to scope and mediation and discussion of various constituents' positions	0.9	\$990.00
	Bettina Whyte	Mediation Review drafts related to Urgent Motion related to scope and mediation	0.3	\$330.00
	Bettina Whyte	Mediation Review info related to COFINA matters	0.5	\$550.00
	Bettina Whyte	Litigation Review and approve COFINA 2nd Amended Answer	1.5	\$1,650.00
	Bettina Whyte	Mediation Call with J. Minias re status of COFINA constituents related to mediation	0.2	\$220.00
	Fred Kraegel	Fee Application Work related to time entries	0.3	\$240.00

			<u>Hours</u>	<u>Fees</u>
1/31/2018	Bettina Whyte	Fee Application Work related to time entries	0.5	\$550.00
	Bettina Whyte	Mediation Call with J. Minias re scope issues	0.1	\$110.00
	Bettina Whyte	Mediation Call with M. Feldman re Ambac's latest Scope Proposal	0.2	\$220.00
	Bettina Whyte	Litigation Read analysis of Judge Swain's dismissal of GO Bondholders' claim against Commonwealth	0.4	\$440.00
	Bettina Whyte	Litigation Review COFINA draft Summary Judgement brief	1.1	\$1,210.00
	Bettina Whyte	Litigation Review filings of COFINA Parties re Amended Answers and Counterclaims to Commonwealth Agent's Complaint	2.5	\$2,750.00
	Bettina Whyte	Mediation Review revised proposed Order re Immunity Expansion	0.1	\$110.00
	Fred Kraegel	Litigation Attend weekly Attorney update call	0.5	\$400.00
	Bettina Whyte	Litigation Call with KTBS re litigation issues	0.3	\$330.00
	Bettina Whyte	Litigation Attend weekly Attorney update call	0.5	\$550.00
			40.0	\$42,980.00
		Total amount of this invoice:		\$42,980.00

Fee Summary by Professional

Name	Hours	Rate	Fees
Bettina Whyte	36.6	\$1,100.00	\$40,260.00
Fred Kraegel	3.4	\$800.00	\$2,720.00

Fee Summary by Matter

Matter	Hours	Rate	Fees
Fee Application	1.4	\$1,100.00	\$1,540.00
Fee Application	0.4	\$800.00	\$320.00
Litigation	3.0	\$800.00	\$2,400.00
Litigation	28.7	\$1,100.00	\$31,570.00
Mediation	6.5	\$1,100.00	\$7,150.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 131182
February 12, 2018

BILL TO:

COFINA

QTY	DESCRIPTION	RATE	AMOUNT
	Costs:		\$160.00
TOTAL DUE			\$160.00

Bettina Whyte Consultants LLC
545 West Sagebrush Drive
Jackson, Wy 83001

Invoice 131182
February 12, 2018

Invoice submitted to:

COFINA

Invoice Total
\$160.00

Costs

		<u>Cost</u>
1/9/2018	Bettina Whyte	Administrative Expenses
		Monthly invoicing software fee for 1 additional user
1/31/2018	Bettina Whyte	Miscellaneous Expense
		Monthly overhead expenses
		<hr/>
		\$160.00
		<hr/>
		\$160.00

Total amount of this invoice:

Cost Summary by Professional

<u>Name</u>	<u>Type</u>	<u>Cost</u>
Bettina Whyte	Administrative Expenses	\$10.00
	Miscellaneous Expense	\$150.00
	Total	\$160.00

Cost Summary by Type

<u>Expense Type</u>	<u>Costs</u>
Administrative Expenses	\$10.00
Miscellaneous Expense	\$150.00